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Hearing Date: December 12, 2017 at 1:30 p.m. (CT)
Objection Date: December 8, 2017 at 11:59 p.m. (CT)

ATTORNEYS FOR THE REORGANIZED DEBTORS

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

-----	§	
In re:	§	Chapter 11
	§	
ADPT DFW HOLDINGS LLC, <i>et al.</i> , ¹	§	Case No. 17-31432
	§	
Debtors.	§	Jointly Administered under Case No. 17-31432
-----	§	

**SUMMARY OF FIRST AND FINAL FEE APPLICATION OF NORTON ROSE
FULBRIGHT US LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS-IN-
POSSESSION FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD FROM APRIL 19, 2017 THROUGH OCTOBER 2, 2017**

NO HEARING WILL BE CONDUCT HEREON UNLESS A WRITTEN RESPONSE IS
FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AT
1100 COMMERCE ST., RM. 1254, DALLAS, TEXAS 75242-1496 ON OR BEFORE
DECEMBER 8, 2017, WHICH IS AT LEAST 24 DAYS FROM THE DATE OF
SERVICE HEREOF

ANY RESPONSE SHALL BE IN WRITING AND FILED WITH THE CLERK, AND
A COPY SHALL BE SERVED UPON COUNSEL FOR THE MOVING PARTY
PRIOR TO THE DATE AND TIME SET FORTH HEREIN. IF A RESPONSE IS
FILED A HEARING MAY BE HELD WITH NOTICE ONLY TO THE OBJECTING
PARTY.

IF NO HEARING ON SUCH NOTICE OR MOTION IS TIMELY REQUESTED, THE
RELIEF REQUESTED SHALL BE DEEMED TO BE UNOPPOSED, AND THE
COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT OR THE
NOTICED ACTION MAY BE TAKEN.

¹ The Debtors include all of the affiliated entities that are listed on the Appendix, attached hereto.

Name of Applicant: Norton Rose Fulbright US LLP
Name of Client: ADPT DFW Holdings LLC and its above-captioned debtor affiliates, as debtors and debtors in possession
Petition Date: April 19, 2017
Retention Date: *Nunc pro tunc* to April 19, 2017 [Docket No. 218]
Date of Order Approving Employment: May 19, 2017
Prior Interim Applications: NA
Period for which Compensation and Reimbursement is Sought on a Final Basis: April 19, 2017 through, and including, October 2, 2017

Summary of Fees and Expenses Sought in This Application (for the Compensation Period)

Amount of Compensation Sought as Actual, Reasonable, and Necessary for the Entire Compensation Period: \$6,054,683.00
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for the Entire Compensation Period: \$159,456.57
Total Compensation and Expenses Requested for the Entire Compensation Period: \$6,214,139.57

Summary of Fees and Expenses Sought in This Application (for Preparation of Fee Apps for the Debtors' Professionals)

Amount of Compensation Sought as Actual, Reasonable, and Necessary for Preparation of Fee Apps for the Debtors' Professionals (NRFUS, FTI, Houlihan, Epiq, and Bonds Ellis) \$70,030.00
Total Compensation and Expenses Requested: \$6,284,169.57

This is a **final application**.

I. Attorney/Other Professional Summary for the Compensation Period (April 19, 2017 through, and including October 2, 2017):

NAME OF PROFESSIONAL	POSITION	DEPT.	YEAR ADMITTED	HOURLY BILLING RATE	NUMBER OF RATE INCREASES SINCE THE RETENTION DATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
Louis R. Strubeck	Partner	Bankruptcy	1983	1,050.00	N/A	953.00	1,000,650.00
Michael P. Flamenbaum	Partner	Tax	1991	935.00	N/A	51.70	48,339.50
H. Douglas Wabner	Partner	Litigation	1985	895.00	N/A	26.80	23,986.00
Theodore William Daniel	Partner	Litigation	1981	885.00	N/A	66.70	59,029.50

NAME OF PROFESSIONAL	POSITION	DEPT.	YEAR ADMITTED	HOURLY BILLING RATE	NUMBER OF RATE INCREASES SINCE THE RETENTION DATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
Vincent Dunn	Partner	Corporate Finance	1989	885.00	N/A	1.20	1,062.00
Julie Hutchings Mayo	Partner	Corporate	2005	840.00	N/A	12.30	10,332.00
Scott Berson	Partner	Corporate Finance	1995	835.00	N/A	66.10	55,193.50
Tim C. Bruinsma	Of Counsel	Corporate	1973	815.00	N/A	1.60	1,304.00
Jason Lee Boland	Partner	Bankruptcy	2003	795.00	N/A	10.10	8,029.50
John Nicholas Schwartz	Sr Counsel	Bankruptcy	1996	755.00	N/A	1,394.70	1,052,998.50
Gregory M. Wilkes	Partner	Bankruptcy	2004	750.00	N/A	400.50	300,375.00
Joseph Paul Dirik	Sr Counsel	Litigation	2002	745.00	N/A	0.90	670.50
Kristian William Gluck	Partner	Bankruptcy	2001	745.00	N/A	38.70	28,831.50
Robert C. Barnes	Sr Counsel	Real Estate	1983	725.00	N/A	13.80	10,005.00
Scott Paul Drake	Partner	Litigation	2000	700.00	N/A	562.20	393,540.00
James Copeland	Associate	Bankruptcy	2011	695.00	N/A	39.80	27,661.00
Elizabeth Nicolle Boydston	Sr Associate	Bankruptcy	2007	660.00	N/A	1,496.50	987,690.00
Paul Scott Conneely	Partner	Corporate, Corporate Securities	2007	660.00	N/A	0.60	396.00
Robert Bernard Bruner	Sr Associate	Bankruptcy	2007	660.00	N/A	11.90	7,854.00
Scarlet Gymin McNellie	Partner	Corporate, Corporate Securities	2003	650.00	N/A	137.70	89,505.00
Andrea Laurie D'Ambra	Partner	E-Discovery	2003	640.00	N/A	27.70	17,728.00
Steve A. Peirce	Sr Counsel	Bankruptcy	1987	640.00	N/A	14.40	9,216.00
Rebecca J. Winthrop	Of Counsel	Bankruptcy	1984	610.00	N/A	613.80	374,418.00
Tim Walsh	Partner	Construction	2002	600.00	N/A	1.00	600.00
Geneva Evelyn Stephens	Counsel	SEC Investigation & Enforcement	1998	595.00	N/A	23.70	14,101.50
Benjamin John Ratliff	Sr Associate	Finance	2009	585.00	N/A	55.00	32,175.00
William Patrick Courtney	Associate	Litigation	2013	515.00	N/A	6.80	3,502.00

NAME OF PROFESSIONAL	POSITION	DEPT.	YEAR ADMITTED	HOURLY BILLING RATE	NUMBER OF RATE INCREASES SINCE THE RETENTION DATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
Nathan Benjamin Baum	Sr Associate	Litigation	2012	495.00	N/A	26.20	12,969.00
Timothy Shane Springer	Associate	Bankruptcy	2013	495.00	N/A	1,014.40	502,128.00
Shivani Shah	Associate	Bankruptcy	2015	475.00	N/A	319.00	151,525.00
Jordan Christian Campbell	Associate	Litigation	2013	465.00	N/A	31.60	14,694.00
Nicholas Jay Hendrix	Associate	Litigation	2013	465.00	N/A	8.70	4,045.50
James Salwen	Associate	Bankruptcy	2016	460.00	N/A	12.40	5,704.00
Julie Goodrich Harrison	Associate	Bankruptcy	2014	390.00	N/A	462.70	180,453.00
Niki Ikahihifo-Bender	Associate	Litigation	2016	390.00	N/A	0.90	351.00
Aaron Eduardo Chibli	Associate	Litigation	2015	375.00	N/A	211.90	79,462.50
Barrett Thomas Robin	Associate	Litigation	2015	375.00	N/A	114.40	42,900.00
Hersh Mohun Verma	Associate	Tax	2015	375.00	N/A	6.80	2,550.00
Phillip Tarpley	Associate	Litigation	2015	375.00	N/A	55.30	20,737.50
Sean Michael Topping	Associate	E-Discovery	2016	375.00	N/A	27.50	10,312.50
Jessica Marie Morris Rodriguez	Associate	Corporate	2015	365.00	N/A	4.10	1,496.50
Michael Edward Rosenberg	Associate	Litigation	2016	360.00	N/A	4.80	1,728.00
Rachael Ashley Browndorf	Associate	Corporate, Bankruptcy	2016	340.00	N/A	143.90	48,926.00
Reginald Daniel Wilson	Associate	Corporate	2015	340.00	N/A	181.20	61,608.00
Caleb Brunner Segrest	Associate	Corporate	2015	335.00	N/A	49.70	16,649.50
Matthew Edward Heller	Associate	Litigation	2016	320.00	N/A	86.20	27,584.00
Robert Andrew Marcum	Associate	Litigation	2016	320.00	N/A	45.80	14,656.00
Ronald Lee Miller	Associate	Litigation	2016	320.00	N/A	10.10	3,232.00
Taylor Moore	Associate	Litigation	2016	320.00	N/A	19.30	6,176.00

NAME OF PROFESSIONAL	POSITION	DEPT.	YEAR ADMITTED	HOURLY BILLING RATE	NUMBER OF RATE INCREASES SINCE THE RETENTION DATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
Veronica Rose Portillo	Associate	Litigation	2016	320.00	N/A	25.90	8,288.00
William Harvey Betts	Associate	Corporate, Corporate Securities	2016	320.00	N/A	11.10	3,552.00
Total Attorney Hours and Fees				\$649.32		8,903.10	\$5,780,921.00

The paraprofessionals and other staff who rendered professional services in these chapter 11 cases during the Compensation Period are:

NAME OF PROFESSIONAL OR OTHER STAFF MEMBER	POSITION	DEPARTMENT	HOURLY BILLING RATE	NUMBER OF RATE INCREASES SINCE THE RETENTION DATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
Brian Patrick Evans	Practice Support	Practice Support	380.00	N/A	20.90	7,942.00
Patricia Curry	Senior Paralegal	Litigation	370.00	N/A	9.80	3,626.00
Susan Marie Costello	Senior Paralegal	Bankruptcy	370.00	N/A	619.20	229,104.00
Tom Morgan	Senior Paralegal	Litigation	370.00	N/A	1.50	555.00
Ann Marie Franklin	Senior Paralegal	Litigation	325.00	N/A	0.80	260.00
Aaron Hardin Lee	Practice Support	Practice Support	290.00	N/A	89.50	25,955.00
Christine Bernal Miramontes	Senior Paralegal	Corporate Finance	290.00	N/A	6.00	1,740.00
Paulette Gerhart	Paralegal	Corporate Finance	285.00	N/A	6.90	1,966.50
Ashley Cegielski Duncum	Paralegal	Litigation	185.00	N/A	0.70	129.50
Andrea M. Miller	Practice Support	Practice Support	180.00	N/A	12.90	2,322.00
Suzana Souza Jacintho	Practice Support	Practice Support	180.00	N/A	0.90	162.00
Bradford Dean Johnson	Summer Associate	Litigation	0.00	N/A	22.40	--
Jacqueline Malinda Groves	Summer Associate	Litigation	0.00	N/A	1.30	--
Leslie Anne Bacon	Summer Associate	Litigation	0.00	N/A	12.70	--
Total Hours and Fees for Paraprofessionals and Other Staff:			\$339.87		805.50	\$273,762.00

II. Total Fees for the Compensation Period (April 19, 2017 through, and including October 2, 2017) by Position are:

PROFESSIONALS	BLENDED RATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
Partners and Counsel	\$792.07	4,419.20	3,500,311.00
Associates	\$508.62	4,483.90	2,280,610.00
Paraprofessionals and Other Staff	\$339.87	805.50	273,762.00
Blended Attorney Rate	\$649.32	8,903.10	\$5,780,921.00
Total Fees Incurred	\$623.64	9,708.60	\$6,054,683.00
(Voluntary Reduction of Certain Transitory Timekeepers) ²			0.00
Total Fee Incurred (Post-Voluntary Reduction)	\$623.64	9,708.60	\$6,054,683.00

III. Compensation by Project Category for the Compensation Period (April 19, 2017 through, and including October 2, 2017):

TASK CODE	PROJECT CATEGORY	TOTAL BILLED HOURS	AVERAGE HOURLY RATE	TOTAL COMPENSATION
B110	Case Administration	1,156.40	\$535.75	\$619,544.00
B120	Asset Analysis and Recovery	139.40	\$748.63	\$104,359.00
B130	Asset Disposition	9.00	\$755.00	\$6,795.00
B140	Relief from Stay	14.20	\$737.39	\$10,471.00
B150	Meetings of and Communications with Creditors	281.50	\$713.25	\$200,778.50
B160	Fee/Employment Applications	247.10	\$661.13	\$163,365.50
B170	Fee/Employment Objections	37.20	\$666.49	\$24,793.50
B180	Avoidance Action Analysis	2.90	\$741.90	\$2,151.50
B185	Assumption/Rejection of Leases and Contracts	1,277.80	\$642.30	\$820,730.50
B190	Other Contested Matters, including Preparation of Motions	483.50	\$649.42	\$313,993.50
B210	Business Operations	26.20	\$754.98	\$19,780.50
B220	Employee Issues	0.20	\$660.00	\$132.00
B230	DIP Financing, Financing, and Cash Collections	228.70	\$680.25	\$155,573.00
B240	Tax Issues	169.40	\$766.46	\$129,838.50

² Three summer associates worked on projects related to Chapter 11 Cases, but these timekeepers were billed at \$0 rates to the estate. Accordingly, no voluntary reduction for transitory workers is appropriate.

TASK CODE	PROJECT CATEGORY	TOTAL BILLED HOURS	AVERAGE HOURLY RATE	TOTAL COMPENSATION
B250	Real Estate	23.10	\$729.74	\$16,857.00
B255	Valuation/Appraisal of Assets	295.50	\$750.40	\$221,744.00
B260	Board of Directors Matters	24.40	\$887.25	\$21,649.00
B265	Corporate Finance	55.00	\$585.00	\$32,175.00
B310	Claims Administration and Objections	104.00	\$648.74	\$67,469.00
B320	Plan and Disclosure Statement, including Business Plan	899.10	\$705.38	\$634,206.50
B325	Disclosure Statement and Plan Objections and Negotiations	537.70	\$682.48	\$366,968.00
C300	Legal E-Discovery Analysis and Advice, including Preservation	171.40	\$380.86	\$65,279.00
L110	Non-Bankruptcy Fact Investigation & Development	11.10	\$675.68	\$7,500.00
L120	Analysis/Strategy	52.90	\$779.70	\$41,246.00
L130	Consultants/Expert Witness	4.90	\$613.47	\$3,006.00
L160	Settlement & Mediation, Including Preparation, Negotiations, and Drafting	192.60	\$768.24	\$147,963.50
L260	Class Actions	171.40	\$576.46	\$98,804.50
L310	Written Discovery	124.60	\$605.12	\$75,398.00
L320	Document Production	35.70	\$552.79	\$19,734.50
L330	Depositions	236.40	\$667.35	\$157,762.50
L390	Other Discovery	1,039.20	\$420.39	\$436,873.50
L410	Fact Witnesses, Including Preparation and Proffers	114.80	\$721.06	\$82,777.50
L440	Hearing Preparation and Support	350.90	\$728.13	\$255,502.00
L450	Hearing Attendance	363.80	\$686.13	\$249,614.50
P200	Corporate Finance Paralegal Work	11.70	\$474.62	\$5,553.00
P210	Corporate Review (Non-Bankruptcy)	198.90	\$561.10	\$111,602.00
P270	Regulatory Matters and Reviews	286.30	\$460.89	\$131,953.50
P280	Equity Committee Discovery and Negotiations	322.40	\$708.44	\$228,402.50
P400	Corporate Document Preparation and Filing	7.30	\$320.00	\$2,336.00
TOTAL		9,708.60	\$623.64	\$6,054,683.00

IV. Expense Summary for the Compensation Period (April 19, 2017 through, and including October 2, 2017):

EXPENSE CATEGORY	AMOUNT
Copies (Black & White)	\$25,952.50
Copies (Color)	\$1,192.85
Conferencing	\$627.66
Corporate Filing & Searches	\$10,904.40
Courier/Delivery Service	\$1,394.50
E-Discovery Costs	\$27,813.99
Courtcall	\$2,555.00
Filing Fees	\$2,686.00
Legal Research	\$12,708.04
Pacer	\$370.60
Parking	\$878.65
Transcripts	\$6,961.75
Travel	\$47,014.33
Travel Meals	\$1,826.88
Working Meals	\$7,718.42
Total	\$150,605.57

V. Attorney/Other Professional Summary for the Preparing Fee Applications for the Debtors' Professionals

NAME OF PROFESSIONAL	POSITION	DEPARTMENT	YEAR ADMITTED	HOURLY BILLING RATE	NUMBER OF RATE INCREASES SINCE THE RETENTION DATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
Louis R. Strubeck	Partner	Bankruptcy	1983	\$1,050.00	N/A	1.00	\$1,050.00
Elizabeth Nicolle Boydston	Sr Associate	Bankruptcy	2007	\$660.00	N/A	52.40	\$34,584.00
Rebecca J. Winthrop	Of Counsel	Bankruptcy	1984	\$610.00	N/A	0.30	\$183.00
Timothy Shane Springer	Associate	Bankruptcy	2013	\$495.00	N/A	20.00	\$9,900.00
Shivani Shah	Associate	Bankruptcy	2015	\$475.00	N/A	46.20	\$21,945.00
Susan Marie Costello	Senior Paralegal	Bankruptcy	N/A	\$370.00	N/A	6.40	\$2,368.00
Total Attorney Hours and Fees						126.30	\$70,030.00

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

	§	
In re:	§	Chapter 11
	§	
ADPT DFW HOLDINGS LLC, <i>et al.</i> , ¹	§	Case No. 17-31432
	§	
Debtors.	§	Jointly Administered under Case No. 17-31432
	§	

**COMBINED FIRST AND FINAL FEE APPLICATION OF NORTON ROSE
FULBRIGHT US LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS-IN-
POSSESSION FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD FROM APRIL 19, 2017 THROUGH OCTOBER 2, 2017**

Pursuant to sections 105(a), 330, and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas and the Guidelines for Compensation and Expense Reimbursement of Professionals in Chapter 11 Cases located in Appendix F thereto (the “Local Rules”), and the Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 219] (the “Interim Compensation Procedures Order”), Norton Rose Fulbright US LLP (“NRFUS”), counsel for ADPT DFW Holdings LLC and its above-captioned debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”), hereby files this combined first and final fee application (the “Fee Application”) for (i) allowance of compensation for professional services performed by NRFUS during this chapter 11 case for the period commencing April 19, 2017 through and including October 2, 2017 (the “Compensation Period”); (ii) reimbursement of actual and necessary

¹ The Debtors include all of the affiliated entities that are listed on the Appendix, attached hereto.

expenses incurred in connection therewith during the Compensation Period; and (iii) allowance of compensation for professional services performed by NRFUS for preparing fee applications for the Debtors' professionals. In support of the Fee Application, NRFUS respectfully represents as follows:

I. JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

II. BACKGROUND

2. On April 19, 2017 (the "Petition Date"), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code in this Court. The Debtors were authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. The Debtors' chapter 11 cases are jointly administered pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1.

4. The Court authorized the Debtors to retain NRFUS as their attorneys in these chapter 11 cases pursuant to an order entered on May 19, 2017 [Dkt. No. 218] (the "Retention Order").

5. The Court entered the Interim Compensation Procedures Order on May 19, 2017 [Dkt. No. 219]. The Interim Compensation Procedures Order sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these cases.

6. In particular, the Interim Compensation Procedures Order authorized NRFUS to submit monthly statements which includes the detailed daily time entries and summaries of time

normally submitted with an interim fee application as well as a detailed summary of all disbursements and expenses for which NRFUS is seeking reimbursement. NRFUS has prepared this Fee Application in accordance with the procedures set forth in the Interim Compensation Procedures Order.

7. Additionally, pursuant to the Court's *Order Confirming Debtors' Third Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code* [Dkt. No. 821] (the "Confirmation Order"), all professionals seeking payment of fees are required to file, no later than forty-five (45) days after the Effective Date,² their respective applications for final allowance of compensation for services rendered and reimbursement of expenses incurred.

8. On October 2, 2017, the Reorganized Debtors filed *Notice of Entry of Confirmation Order and Occurrence of Effective Date with Respect to Debtors' Third Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code* [Dkt. No. 826].

III. SUMMARY OF FEE APPLICATION

A. Summary of Professional Compensation and Reimbursement of Expenses Requested.

9. During this Compensation Period, NRFUS provided important advice and services that furthered the Debtors' overall restructuring efforts, which promoted, and ultimately led, to the successful confirmation of the Debtors' chapter 11 Plan (the "Plan") on September 27, 2017. By this Fee Application, NRFUS requests final allowance of \$6,054,983.00 as compensation for professional services rendered during the Compensation Period; allowance of \$159,456.57 as reimbursement for actual and necessary expenses incurred by NRFUS during the

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Confirmation Order.

Compensation Period; as well as allowance of \$70,030.00 as compensation for professional services rendered in preparing fee applications for the Debtors' professionals.

10. NRFUS attorneys and paraprofessionals expended a total of 9,708.60 hours during the Compensation Period and a total of 126.30 preparing and finalizing applications for compensation for each of the Debtors' retained professionals between October 3, 2017 and the date this Fee Application is filed. All services for which compensation is requested by NRFUS were performed for or on the behalf of the Debtors.

11. NRFUS has received no payment and no promises of payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Fee Application. There is no agreement or understanding between NRFUS and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

12. The fees charged by NRFUS in these cases are billed in accordance with NRFUS's normal hourly rates and procedures in effect during the Compensation Period, and in accordance with the Retention Order. NRFUS did not agree to any variations from, or alternatives to, its standard or customary billing arrangements in connection with the services rendered during the Compensation Period. NRFUS's fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

B. Summary of Services and Compensation by Project Category During the Compensation Period.

13. NRFUS maintains computerized records of the time spent by all NRFUS attorneys and paraprofessionals in connection with its representation of the Debtors and non-debtor affiliates. Pursuant to, and in compliance with, the Local Rules and the *Department of*

Justice Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases (the “Guidelines”), attached hereto are (i) Exhibit A, the customary and comparable compensation disclosures required pursuant to section C.3 of the Guidelines, (ii) Exhibit B, a summary setting forth all NRFUS professionals and paraprofessionals who have performed services in these chapter 11 cases during the Compensation Period, the capacity in which each such individual is employed by NRFUS, the hourly billing rate charged by NRFUS for the services performed by such individual, the aggregate number of hours expended in these cases during the Compensation Period and fees billed therefor, and the year in which each professional was first licensed to practice law, (iii) Exhibits C, the DIP budget, a table setting forth the hours for each task code, and the percent variance, (iv) Exhibit D, a summary setting forth the actual and necessary disbursements that NRFUS incurred during the Compensation Period in connection with performance of professional service for the Debtors and for which NRFUS seeks reimbursement by category, and (v) Exhibit E, a summary cover sheet of this Fee Application.

14. NRFUS’s itemized time records for professionals and paraprofessionals performing services for the Debtors during the Compensation Period and NRFUS’s itemized records detailing expenses incurred on behalf of the Debtors during the Compensation Period are set forth in Exhibit F and Exhibit G, respectively. Exhibit H is an itemized time record detailing services performed by NRFUS attorneys in preparing fee applications for each of the Debtors’ professionals between October 3, 2017 and the date this Fee Application is filed. All itemized expenses comply with the requirements of the Local Rules and the Guidelines.

15. The professional services performed by NRFUS during the Compensation Period were necessary and appropriate to the administration of the Debtors' chapter 11 cases. These services were in the best interests of the Debtors and other parties in interest. The compensation requested is commensurate with the complexity and nature of the issues and tasks involved.

16. The following is a summary of the significant professional services rendered by NRFUS during the Compensation Period. This summary is organized in accordance with the internal system of task codes set up by NRFUS at the outset of these chapter 11 cases. If a task code does not appear below, then NRFUS did not bill significant time for that work code during the Compensation Period.

17. **Case Administration**

Task Code B110: Fees: \$619,544.00; Total Hours: 1,156.40

This category includes, without limitation, time spent communicating and meeting with Debtors' management, bankruptcy team, and employees; communicating and meeting with FTI, Houlihan, and other professionals acting on behalf of the Debtors; communicating with the Court and the Court's staff; strategy meetings with the NRF working group; drafting, updating, reviewing, and filing various case documents and pleadings, including the master service lists, notices, agendas, exhibit and witness lists, preparing exhibits; the maintenance of the case works-in-process list and case calendar; communications and matters concerning the Patient Care Ombudsman; as well as administrative matters and any other matters for which there is not a specific task code.

18. **Asset Analysis and Recovery**

Task Code B120: Fees: \$104,359; Total Hours: 139.40

This category includes, without limitation, time spent analyzing and working on matters related to encumbered and unencumbered assets of the Debtors, analysis and discussions

regarding investment of funds, review and analysis of potential additional assets belonging to the Debtors' estates, including potential recovery actions, potential causes of action and other litigation, as well as non-litigation means of recovering assets.

19. **Meetings of and Communications with Creditors**
Task Code B150: Fees: \$500,778.50; Total Hours: 281.50

This category includes, without limitation, time spent communicating and meeting with creditors, the Committees, and their professionals; advising and assisting the Debtors in responding to numerous information requests by the Debtors' various creditors, including requests related to amounts and filing of proofs of claim; communicating with patients regarding the cases, refunds, and other inquiries regarding the status and progress of the bankruptcy cases and related matters.

20. **Fee/Employment Applications**
Task Code B160: Fees: \$163,365.50; Total Hours: 247.10

This category includes, without limitation, time spent preparing, reviewing, and communicating with parties in interest regarding employment applications and fee applications for any and all professionals, including ordinary course professionals. This category also includes preparing for hearings related to employment applications and fee applications.

21. **Fee/Employment Objections**
Task Code B170: Fees: \$24,793.50; Total Hours: 37.20

This category includes, without limitation, time spent preparing, reviewing, and communicating with parties in interest regarding objections to or negotiations regarding employment applications and fee applications for any and all professionals, including ordinary course professionals. This category also includes preparing for hearings related to objections to employment applications and fee applications.

22. **Assumption/Rejection of Leases and Contracts**
Task Code B185: Fees: \$820,730.50; Total Hours: 1,277.80

This category includes, without limitation, time spent reviewing and evaluating the Debtors' rights and obligations under unexpired leases and executory contracts by engaging in discussions with numerous counterparties to the Debtors' contracts and leases, obtaining Court approval of the Debtors' assumption and rejection of certain executory contracts and unexpired leases, negotiating assumption of agreements, and conducting detailed analyses and resolutions of cure amounts under assumed contracts and leases. This category also includes matters relating to the Joint Ventures, unless such matters relate to valuation issues.

23. **Other Contested Matters, including Preparation of Motions**
Task Code B190: Fees: \$313,993.50; Total Hours: 483.50

This category includes, without limitation, time spent drafting substantive pleadings not specifically covered by other task codes, preparing argument on substantive issues not specifically covered by other task codes, negotiating with counterparties regarding contested matters not specifically covered by other task codes, and analysis and strategy meetings related to contested matters not specifically covered by other task codes, e.g. Motion to Appoint an Equity Committee.

24. **Business Operations**
Task Code B210: Fees: \$19,780.50; Total Hours: 26.20

This category includes, without limitation, time spent maintaining the Debtors' operations by addressing the Debtors' insurance, cash, compensation, finance, and any other issues relating to the ordinary-course operations of the Debtors not specifically covered by other task codes.

25. **DIP Financing, Financing, and Cash Collections**
Task Code B230: Fees: \$155,573.00; Total Hours: 228.70

This category includes, without limitation, time spent negotiating the DIP, drafting all manner of pleadings related to the DIP, communications with any and all parties in interest and the Court regarding the DIP, preparing arguments for DIP-related hearings, and attending DIP-related hearings.

26. **Tax Issues**
Task Code B240: Fees: \$129,838.50; Total Hours: 169.40

This category includes, without limitation, time spent researching and analyzing tax implications of various proposed restructuring transactions in consultation with the Debtors' various advisors and advising the Debtors accordingly. It includes meetings and communications with PWC, the Debtors' tax advisors. It includes any and all analysis, meetings, and work related to the TRA. And it includes preparing certain restructuring agreements and related ancillary documents in connection with the Debtors' tax strategy and as part of their Plan.

27. **Real Estate**
Task Code B250: Fees: \$16,857.00; Total Hours: 23.10

This category includes, without limitation, time spent reviewing and analyzing Debtors' real estate-related matters not related to rejection/assumption, including reviewing lease provisions and other related agreements with regard to new and existing obligations or potential transactions, and engaging in communications and analysis of potential sales of real estate.

28. **Valuation**
Task Code B255: Fees: \$221,744.00; Total Hours: 295.50

This category includes, without limitation, time spent relating to the Debtors' valuations, including working with Houlihan and the Debtors' management and bankruptcy team; preparing, reviewing, and discussions and meetings with various parties regarding the

valuation reports; and preparing pleadings and arguments related to the valuations. This category also includes limited matters relating to valuation issues regarding the Joint Ventures.

29. **Board of Directors Matters**
Task Code B260: Fees: \$21,649.00; Total Hours: 24.40

This category includes, without limitation, time spent preparing materials for and attendance at Board of Directors meetings to discuss, among other things, the progress and strategies relating to the Bankruptcy Cases, advising on corporate governance issues, and communications and meetings with the Board's counsel.

30. **Corporate Finance**
Task Code B265: Fees: \$32,175.00; Total Hours: 55.00

This category includes, without limitation, time spent preparing relevant documentation for DIP financing agreements, title searches, UCC searches, review of liens, claims, interests, and other encumbrances, and preparation of necessary corporate entity resolutions.

31. **Claims Administration and Objections**
Task Code 104.00: Fees: \$67,469.00; Total Hours: 104.00

This category includes, without limitation, time spent reviewing proofs of claims filed by various claimants, identifying claims that are subject to disallowance, expungement, reduction, reclassification, and allowance, and preparing objections to certain proofs of claims. This category also includes meetings and communications with FTI and the Committees related to claims analysis and preparing for hearings related to various claim issues.

32. **Plan and Disclosure Statement, including Business Plan**
Task Code B320: Fees: \$634,206.50; Total Hours: 899.10

This category includes, without limitation, time spent meeting with the Debtors' management and bankruptcy team regarding each version of the Plan and Disclosure Statement;

negotiating, preparing, revising, and drafting each version of the Plan and Disclosure Statement; preparing, revising, and filing pleadings related to each version of the Plan and Disclosure Statement; preparing for and attending hearings on each version of the Plan and Disclosure Statement; and preparing, revising, updating, and filing each version of the Plan Supplement.

33. **Disclosure Statement and Plan Objections and Negotiations**
Task Code B325: Fees: \$366,968.00; Total Hours: 537.70

This category includes, without limitation, time spent reviewing objections to each version of the Plan and Disclosure Statement; meetings and communications with the Debtors' management and bankruptcy team, the Committees, and other objecting parties regarding the objections filed to each version of the Plan and Disclosure Statement; negotiating with objecting parties; preparing, revising, and filing pleadings responding to objections related to each version of the Plan and Disclosure Statement; preparing for and attending hearings on objections to the Plan and Disclosure Statement.

34. **Legal E-Discovery Analysis and Advice, including Preservation**
Task Code C300: Fees: \$65,279.00; Total Hours: 171.40

This category includes, without limitation, time spent by the E-Discovery team processing and analyzing data for discovery review platforms; preparing the platform metrics for review; overseeing document review; preparing preservation notices; meetings and communications regarding preservation, custodians, and data collection; and preparing for document production.

35. **Litigation Analysis/Strategy**
Task Code L120: Fees: \$41,246.00; Total Hours: 52.90

This category includes, without limitation, time spent by and with the Litigation team analyzing litigation issues and strategy.

36. **Settlement & Mediation, Including Preparation, Negotiations,
and Drafting**
Task Code L160: Fees: \$147,963.50; Total Hours: 192.60

This category includes, without limitation, time spent preparing for mediation, preparing for and attending settlement meetings, preparing for and attending court-ordered negotiations, preparing and reviewing settlement proposals, communications regarding settlement, negotiations, analysis of options, meetings with various parties regarding settlement and negotiations, and preparing documents and pleadings related to settlement.

37. **Class Actions**
Task Code L260: Fees: \$98,164.50; Total Hours: 171.40

This category includes, without limitation, time spent reviewing motions filed by various class action claimants; analysis regarding same; meetings, discussions, and communications regarding strategy to respond to pleadings filed by class action claimants; preparing, revising, filing, and prosecuting objections and responsive pleadings related to class actions; communications with counsel to the class action claimants and various other parties regarding the class actions.

38. **Written Discovery**
Task Code L310: Fees: \$75,398.00; Total Hours: 124.60

This category includes, without limitation, time spent reviewing, responding to, discussing, preparing, revising, analyzing, and serving written discovery, including meet and confers.

39. **Document Production**
Task Code L320: Fees: \$19,734.50; Total Hours: 35.70

This category includes, without limitation, time spent reviewing and finalizing document productions for final production and service of same.

40. **Depositions**
Task Code L330: Fees: \$157,762.50; Total Hours: 236.40

This category includes, without limitation, time spent preparing for and attending depositions.

41. **Other Discovery**
Task Code L390: Fees: \$436,873.50; Total Hours: 1,039.20

This category includes, without limitation, time spent on document review.

42. **Fact Witnesses, Including Preparation and Proffers**
Task Code L410: Fees: \$82,777.50; Total Hours: 114.80

This category includes, without limitation, time spent preparing for meetings with fact witnesses, preparing the witnesses, and preparing proffers for fact witnesses.

43. **Hearing Preparation and Support**
Task Code L440: Fees: \$255,502.00; Total Hours: 350.90

This category includes, without limitation, time spent preparing for hearings.

44. **Hearing Attendance**
Task Code L450: Fees: \$249,614.50; Total Hours: 363.80

This category includes, without limitation, time spent attending hearings.

45. **Corporate Work**
Task Code P210: Fees: \$111,602.00; Total Hours: 198.90

This category includes, without limitation, time spent on corporate business matters not related to bankruptcy and time spent by the NRF corporate group preparing corporate documents to ensure a successful emergence from bankruptcy upon the Effective Date.

46. **Regulatory Matters and Reviews**
Task Code P270: Fees: \$131,953.50; Total Hours: 286.30

This category includes, without limitation, time spent communicating with various regulatory agencies, analyzing regulatory issues, responding to regulatory requests, and reviewing documents related to regulatory matters.

47. **Equity Committee Matters**
Task Code P280: Fees: \$228,402.50; Total Hours: 322.40

This category includes, without limitation, time spent on issues and matters unique to the Equity Committee in this case that were outside of a normal bankruptcy case, including but not limited to reviewing, analyzing, discussing, meetings, preparing documents and pleadings, preparing arguments, and attending hearings related to:

- *Emergency Motion of the Official Committee of Equity Security Holders of Adeptus Health Inc. for an Order (I) Appointing a Trustee for the Chapter 11 Estate of Adeptus Health Inc. Pursuant to Bankruptcy Code Section 1104(a); Or, Alternatively, (II) Appointing an Examiner Pursuant to Bankruptcy Code Section 1104(C) and Terminating The Debtors' Exclusivity Period Pursuant to Bankruptcy Code Section 1121(D) [Dkt. No. 484];*
- *Motion to (A) Confirm Second Amended Plan as Modified Pursuant to the Settlement Agreement or, in the Alternative, (B) Confirm Second Amended Plan as Filed [Dkt. No. 649]*

48. All of the foregoing professional services performed by NRFUS were necessary and appropriate to the administration of the Debtors' chapter 11 cases. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, or tasks involved. The professional services were performed with expedition and in an efficient manner, and without duplication of work performed by the Debtors' other advisors.

C. Prior Monthly Fee Applications.

49. Pursuant to the Interim Compensation Procedures Order, NRFUS submitted the following prior monthly fee statements (collectively, the "Monthly Statements") to the Debtors for each month within the Compensation Period, each of which is incorporated herein by reference in its entirety:

Date Submitted	Period Covered	Fees and Expenses Requested		Amount Paid				Amount Outstanding
		Fees (@ 100%)	Fees (@ 80%)	Expenses (@ 100%)	Fees	Expenses	Total	
May	April 19 – May 31, 2017	\$1,059,520.00	\$847,616.00	\$22,144.39	\$847,616.00	\$22,144.39	\$869,760.39	\$211,904.00
June	June 1 – June 30, 2017	\$851,740.50	\$681,392.40	\$27,715.68	\$681,392.40	\$27,715.68	\$709,108.08	\$170,348.10
July	July 1 – July 31, 2017	\$1,116,216.00	\$892,972.80	\$44,919.92	\$892,972.80	\$44,919.92	\$937,892.72	\$223,243.20
August	August 1 – August 31, 2017	\$1,326,024.50	\$1,060,819.60	\$25,879.59	\$1,060,819.60	\$25,879.59	\$1,086,699.19	\$265,204.90
September	September 1 – October 2, 2017	\$1,551,775.50	\$1,241,420.40	\$23,962.04	\$1,241,420.40	\$23,962.04	\$1,265,382.44	\$310,355.10
Total Interim Fees and Expenses		\$5,905,276.50	\$4,724,221.20	\$144,621.62	\$4,724,221.20	\$144,621.62	\$4,868,842.82	\$1,181,055.30
(Voluntary Reduction of Certain Transitory Timekeepers)		0	0	0	0	0	0	0
Total Fee Outstanding (Post-Voluntary Reduction)		\$5,905,276.50	\$4,724,221.20	\$144,621.62	\$4,724,221.20	\$144,621.62	\$4,868,842.82	\$1,181,055.30

50. In total, NRFUS submitted Monthly Statements for professional fees in the aggregate amount of \$5,905,276.50 and expenses in the aggregate amount of \$144,621.62 during the Monthly Fee Period. As of the date of hereof, no party has objected to any of NRFUS's Monthly Statements.

D. Unbilled Fees and Costs During the Compensation Period.

51. On or about September 20, 2017, NRFUS initiated a firm-wide migration to a new accounting, timekeeping, and expense management system. Unfortunately from September 20, 2017 through October 9, 2017, NRFUS's financial system and timekeeping system was offline while the migration and integration processes occurred. Since October 9, 2017, the new

and old accounting and timekeeping systems have had connectivity issues, and some time entries and expenses were inaccessible to the accounting and billing departments. When NRFUS served its Fifth Monthly Fee Statement on October 31, 2017, it accounted for all time entries and expenses that had processed through the two systems and were visible to its accounting and billing department. As of November 10, 2017, the migration is complete, and NRFUS is now able to account for all time and expenses that had not been processed during the migration. The total unbilled time performed during the Compensation Period is \$96,637.50. The total unbilled expenses incurred during the Compensation Period is \$14,834.95. Exhibit I sets forth the time detail for all unbilled time performed during the Compensation Period, and Exhibit J sets forth all unbilled expenses during the Compensation Period.

E. Actual and Necessary Disbursements.

52. Section 330 of the Bankruptcy Code authorizes “reimbursement for actual, necessary expenses” incurred by professionals employed in a chapter 11 case. Accordingly, NRFUS requests allowance of actual and necessary expenses incurred during the Compensation Period in the amount of \$159,456.57. NRFUS’s itemized record detailing expenses incurred on behalf of the Debtors during the Compensation Period are set forth in Exhibit G. A summary chart of all expenses incurred during the Compensation Period is attached as Exhibit D.

53. NRFUS’s disbursement policies pass through all out-of-pocket expenses at actual cost or an estimated actual cost when the actual cost is difficult to determine. For example, with respect to black and white duplication charges, NRFUS will charge \$0.05 per page because the actual cost is difficult to determine. Similarly, as it relates to computerized research, NRFUS believes that it does not make a profit on that service as a whole, although the cost of any particular search is difficult to ascertain. Other reimbursable expenses (whether the service is performed by NRFUS in house or through a third-party vendor) include, but are not limited to,

facsimiles, toll calls, overtime, deliveries, court costs, cost of food at meetings,³ transcript fees, travel, and clerk fees.

54. Each month during the Compensation Period the Debtors and NRFUS agreed upon a monthly budget (in the DIP budget) for the upcoming month based on current and projected work streams. The budget was calculated and agreed upon by the Debtors and NRFUS. The proposed budget is attached as Exhibit C. A summary of the monthly fees and actual billings is provided below:

55. Sixty-six professionals are included in the disclosures for the Compensation Period. Of those sixty-six professionals, twenty-nine billed fewer than fifteen (15) hours during the Compensation Period; those professionals were: (i) paraprofessionals (paralegals, litigation support staff, library staff) that were called upon to perform discrete tasks depending on availability; (ii) attorneys with specialized experience—such as tax law, litigation, local securities law compliance, trade and regulatory issues—who may not be considered part of the “core” NRFUS team on this matter but were brought in to perform tasks that required special expertise; (iii) attorneys and paraprofessionals who have been longstanding members of the NRFUS team on this matter, but whose services were required on a more limited basis during the Compensation Period. These services were necessary and appropriate to address the specific needs of the Debtors in the administration of their chapter 11 cases.

F. Statement of NRFUS.

56. Pursuant to section C.5 of the Guidelines, NRFUS makes the following statements:

³ Due to a large number of expedited contested motions and hearings, counsel spent many lunches and late nights ordering food for the NRF team, FTI team, and Adeptus Management and burning the midnight oil.

- A. Did you agree to any variations from, or alternatives to, your standard customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.**

No, NRFUS did not agree to any variations from, or alternatives to, our standard customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Compensation Period.

- B. If the fees sought in this interim fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?**

The fees and expenses sought in this Fee Application through the Effective Date are \$160,339.57 higher than the budget for fees and expenses. This variance is 2.65%, which is within the 10% variance allowed. The additional fees sought in this Fee Application pertaining to preparation of fee applications for NRFUS, FTI, Houlihan, Epiq, and Bond Ellis (the Debtors' professionals), totaling \$70,030.00, were incurred between October 3, 2017 and the date this Fee Application was filed and represent less than 1% of the total fees requested by these professionals.

- C. Have any of the professionals included in this Fee Application varied their hourly rate based on the geographic location of the bankruptcy case?**

No, none of the professionals included in this Fee Application varied their hourly rate based on the geographic location of the bankruptcy cases.

- D. Does this fee application include time or fees related to reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.) If so, please quantify hours and fees.**

No, this Fee Application does not include time and fees related to reviewing or revising time records or preparing, reviewing, or revising invoices that would not be compensable outside of bankruptcy. Only reasonable fees related to the preparation of NRFUS's budget and staffing plan, and NRFUS's Monthly

Statements have been included in this Fee Application. The only reviewing of invoices and time records included in this Fee Application is that time spent reviewing and redacting for privilege.

E. Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Yes, this Fee Application includes 6.7 hours and \$4,422 in fees for reviewing time records to remove any privilege or other confidential information.

F. If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

No, this Fee Application does not include a rate increase since NRFUS's retention.

G. If the fees sought in this interim fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Yes, the client was informed and agreed to the variance. Additionally, this variance is 2.65%, which is within the 10% variance allowed. The fees and expenses sought in this Fee Application through the Effective Date are \$160,339.57 higher than the budget for fees and expenses.

IV. ARGUMENTS AND AUTHORITIES

A. The Compensation and Out-of-Pocket Expenses Sought by NRFUS Are Actual, Necessary, and Reasonable Under the Standards Established in the Bankruptcy Code and in the Fifth Circuit and Should Be Allowed as Requested.

57. Under section 330(a) of the Bankruptcy Code, the Court may award a retained professional "reasonable compensation for actual, necessary services" and "reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a). Factors to be considered in determining whether

attorney's fee awards in bankruptcy cases are reasonable, under section 330(a) of the Bankruptcy Code, include:

[T]he nature, the extent, and the value of such services taking into account all relevant factors, including—(a) the time spent; (b) the rates charged; (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, the case; (d) whether the services were performed within a reasonable time, given the complexity, importance, and nature of the problem, issue, or task; (e) whether the professional person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

58. The Fifth Circuit evaluates whether an award for attorneys' fees is reasonable pursuant to a "lodestar" analysis under factors provided in *Johnson v. Ga. Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974) (establishing what is commonly known as the "*Johnson* factors" for the determination of the reasonableness of an award for attorneys' fees in civil rights cases); *see also Am. Benefit Life Ins. Co. v. Baddock (In re Am. Benefit Life Ins. Co.)*, 544 F.2d 1291, 1298-99 (5th Cir.), *cert. denied*, 431 U.S. 904 (1977) (extending the *Johnson* factor analysis into the bankruptcy context under the Bankruptcy Act). The *Johnson* factors are: (1) the time and labor required; (2) the novelty and difficulty of the questions; (3) the skill requisite to perform the legal service properly; (4) the preclusion of other employment by the attorney due to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by the client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation, and ability of the attorneys; (10) the "undesirability" of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases. *Id.* at 717-18.

59. The lodestar fee is equal to the number of hours reasonably expended multiplied by a reasonable hourly rate. *Rutherford v. Harris County, Tex.*, 197 F.3d 173, 192 (5th Cir. 1999). The lodestar is then adjusted to reflect the special circumstances of the case and the *Johnson* factors. *McClain v. Lufkin Indus.*, 519 F.3d 264, 268 (5th Cir. 2008) (citing *Johnson*, 488 F.2d at 714); *In re Cahill*, 428 F.3d 536, 539-40 (5th Cir. 2005) (applying the *Johnson* factors in the bankruptcy context under the Code); *Transamerican Natural Gas Corp. v. Zapata P'ship, Ltd. (In re Fender)*, 12 F.3d 480, 487 (5th Cir. 1994); *In re First Colonial*, 544 F.2d at 1298-99; *Johnson*, 488 F.2d at 714; *In re Mirant Corp.*, 354 B.R. 113, 126, n. 28 (Bankr. N.D. Tex. 2006), *aff'd sub nom. Smith v. Mirant Corp. (In re Mirant Corp.)*, 308 F. App'x 824 (5th Cir. 2009).

60. In determining if fees are reasonable and necessary, courts must look at the application in light of the work the representation required. *In re Buffets, LLC, et al.*, No. 16-50557 (Bankr. W.D. Tex. filed Sept. 18, 2017) ECF No. 2826. For example, it is reasonable that more than one professional may bill for reviewing the same complicated pleading especially where fees are reactionary: counsel is forced to rework original proposals, continuously negotiating with multiple sets of attorneys, and responding to expedited motions at the drop of a hat. *Id.*

61. The sum of \$6,054,683.00 in professional fees for the Compensation Period is reasonable compensation for the professional services rendered by NRFUS based on a lodestar analysis and the standard first set forth in *Johnson*, 488 F.2d at 717-19, made applicable to bankruptcy cases in *First Colonial*, and as further explained in *In re Cahill* and *In re Fender*.

62. As described below, NRFUS's fees and expenses incurred during the Compensation Period satisfy applicable Fifth Circuit precedent, including the *Johnson* factors, and section 330 of the Bankruptcy Code, and therefore should be allowed in their entirety.

B. NRFUS's Application Satisfies the *Johnson* Factors.

1) Time and Labor Required

63. NRFUS billed a total of 9,708.60 hours from April 19, 2017 through October 2, 2017 in connection with its engagement as counsel to the Debtors in these chapter 11 cases. A summary of the hours worked and the total fees incurred by each NRFUS professional and paraprofessional during the Compensation Period is attached hereto as Exhibit B.

64. All of the time expended was necessary and appropriate to the representation of the Debtors in these complex, multi-national, and time-sensitive chapter 11 cases.

2) Novelty and Difficulty of Questions Involved

65. NRFUS additionally submits that the time it spent in connection with the matters and issues addressed in each category was commensurate with the novelty and difficulty of the issues presented. Some of these issues included: (i) class action claims, appointment of Official Committee of Equity Security Holders, 140 different debtor entities and related solicitation and plan voting, substantive consolidation, the Motion to Appoint a Ch. 11 Trustee, the Motion to Enforce the Settlement, and the filing a Plan (and several amended versions of the Plan), which, followed by several objections and a contested confirmation hearing – including filing of a confirmation brief, which addressed the various objections, culminated in the Court's confirmation of the Debtors' Plan.

66. Moreover, the prosecution of these chapter 11 cases has not only required substantial legal research and analysis but has also required substantial coordination and transparency efforts amongst the Debtors, their advisors, and the various creditor and equity

constituencies and other parties in interest in these cases. As the Court noted on the record in the Confirmation Hearing held September 26-27, 2017, all parties have coordinated extremely well in these cases to reach consensus on many otherwise contentious and complicated legal issues.

3) Skill Requisite to Perform Services Properly

67. These chapter 11 cases required the services of skilled professionals with expertise in large, complex chapter 11 cases, as well as in litigation, corporate, and securities law, tax, and banking and finance. NRFUS utilized professionals with the level of seniority and experience appropriate in relation to the complexity and requirements of the task performed, without unnecessary duplication of efforts.

4) Preclusion of Other Employment

68. Given the size and depth of NRFUS's restructuring practice, NRFUS's representation of the Debtors has not precluded it from accepting other engagements.

5) Fee Customarily Charged

69. NRFUS seeks allowance of professional fees based on hourly rates that are consistent with rates charged by NRFUS to its other clients. The hourly rates charged by NRFUS are within the range of those customarily charged by professionals having comparable skills and expertise in similar matters.

6) Whether the Fee is Fixed or Contingent

70. NRFUS's fees are fixed according to the time spent on behalf of the Debtors and NRFUS's prevailing hourly rates. NRFUS's compensation is contingent on the availability of sufficient assets and funds in the estate to pay such fees, and on allowance of such fees by the Court.

7) Time Limitation Imposed by Client or Circumstances

71. Due to the Debtors' liquidity position, NRFUS, as well as the other estate professionals and parties in interest, worked diligently to advance these cases as expeditiously and effectively as possible, to ensure that the Debtors would emerge from chapter 11 in the fourth quarter of 2017 with as much liquidity as possible.

8) Results Obtained

72. NRFUS submits that the amount of compensation and out-of-pocket expenses requested in this Fee Application is both reasonable and consistent with the results obtained thus far, including: (i) the Debtors' smooth administration of these chapter 11 cases, including no adverse impact on the Debtors' assets; (ii) the consensual resolution of several contentious issues and limited extent of litigation in these chapter 11 cases, despite the extensive opportunities for protracted disputes; (iii) the successful confirmation of the Debtors' chapter 11 plan; and (iv) the Debtors' emergence from chapter 11 as reorganized entities with a stronger balance sheet, reorganized operations, and a stronger position to continue operating as a going concern.

9) Experience, Reputation, and Ability of Professional

73. NRFUS has a national reputation, has been recently involved in major chapter 11 cases, and has large clients. As a consequence, NRFUS brought to these chapter 11 cases a high level of expertise and experience in the areas of bankruptcy, corporate reorganization, corporate, banking and finance, tax, and bankruptcy litigation that inured to the benefit of the Debtors and all parties in interest. NRFUS's experience in reorganization matters substantially contributed to the efficient and effective representation of the Debtors in these chapter 11 cases.

10) Undesirability of Case

74. NRFUS's representation of the Debtors is not, and has not been, undesirable.

11) Nature and Length of Professional Relationship with Client

75. NRFUS has rendered, among other services, refinancing and restructuring related legal services to the Debtors since February 2017. Since that time, NRFUS has advised the Debtors concerning their affairs, debt obligations, restructuring alternatives, litigation and corporate governance matters, and these chapter 11 cases. NRFUS performed services necessary to enable the Debtors to file for protection under chapter 11 and was primarily responsible of the chapter 11 petitions, initial motions, and applications relating to these chapter 11 cases and their commencement.

12) Awards in Similar Cases

76. NRFUS believes that the amounts requested for approval and allowance are consistent with fees charged by comparably skilled professionals for similar services in other large and complicated chapter 11 cases. *See, In re CHC Group, Ltd.*, No. 16-31854, (Bankr. N.D. Tex. filed July 27, 2017) ECF No. 2127.

C. Fee Advance Applied to Fee Application Request.

77. As of the Petition Date, NRFUS had a remaining credit balance in favor of the Debtors for future professional services to be performed, and expenses to be incurred, in connection with these chapter 11 cases of approximately \$505,661.07 (the “Fee Advance”). The Fee Advance was held by NRFUS, in accordance with Local Rule 2016-1(b), in a trust account for application to and payment of post-petition fees and expenses that are allowed by the Court upon motion of NRFUS.

78. Pursuant to Local Rule 2016-1(b), NRFUS requests that the Court allow withdrawal of the Fee Advance upon entry of the Court’s order approving this Fee Application.

D. Required Certification Included with Fee Application.

79. Pursuant to Local Rules attached hereto as Exhibit K, and incorporated herein by reference, is the Declaration of Louis R. Strubeck, Jr., certifying that this Fee Application complies with the Local Rules.

E. NRFUS is a “Disinterested Person” and Holds No Adverse Interest.

80. All professional services for which allowance of compensation is requested were performed by NRFUS on behalf of the Debtors and not on behalf of any other entity or person. NRFUS owns neither a claim against, nor an interest in any of the Debtors, and no beneficial interest in the Debtors, directly or indirectly, has been acquired or transferred by NRFUS or for NRFUS’s benefit since the commencement of these cases. NRFUS does not hold or represent an interest adverse to the Debtors’ estates in the matters upon which NRFUS is employed, and NRFUS is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

V. NOTICE

81. Notice of this Fee Application shall be given to all parties required under Bankruptcy Rule 2002(a)(6), and hard copies of this Fee Application and all exhibits will be delivered to the United States Trustee, 1100 Commerce St., Room 976, Dallas, Texas 75242 (Attn: Meredyth Kippes, Esq.). The Debtors respectfully submit that no further notice of this Fee Application is required.

WHEREFORE, NRFUS respectfully requests that the Court grant this Fee Application and enter an order, substantially in the same form as Exhibit L attached to this Fee Application, (i) approving final allowance of compensation for professional services rendered to the Debtors during the Compensation Period in the amount of \$6,054,683.00 and for expenses incurred by NRFUS during the Compensation Period in the amount of \$159,456.57; (ii) granting final

allowance of compensation for preparation of the Fee Applications for the Debtors' professionals outside the Compensation Period in the amount of \$70,030.00; (ii) ordering that, in accordance with the Interim Compensation Procedures Order, the Reorganized Debtors shall pay to NRFUS a total of \$856,896.68, which amount represents the sum total of (a) the 20% of the total amount of fees subject to the monthly holdback, (b) the unbilled time and expenses during the compensation period, and (c) the allowed compensation for preparation of the Debtors' professionals' fee applications, less the Fee Advance; and (iv) granting NRFUS such other and further relief as is just and proper, at law or in equity.

Dated: November 14, 2017
Dallas, Texas

Respectfully submitted,

NORTON ROSE FULBRIGHT US LLP

By: /s/ Louis R. Strubeck, Jr.
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ATTORNEYS FOR THE
REORGANIZED DEBTORS

Appendix
(Sorted Alphabetically)

#	Debtor Name	Case No.	EIN
1.	Adeptus Health Colorado Holdings LLC	17-31448	30-0857912
2.	Adeptus Health Inc.	17-31434	46-5037387
3.	Adeptus Health LLC	17-31435	32-0432716
4.	Adeptus Health Management LLC	17-31455	32-0448472
5.	Adeptus Health Phoenix Holdings LLC	17-31461	35-2487075
6.	Adeptus Health Ventures LLC	17-31466	36-4802997
7.	ADPT Columbus Holdings LLC	17-31471	36-4835265
8.	ADPT DFW Holdings LLC	17-31432	30-0857947
9.	ADPT Houston Holdings LLC	17-31479	30-0857977
10.	ADPT New Orleans Holdings LLC	17-31486	32-0479313
11.	ADPT New Orleans Management LLC	17-31493	Pending
12.	ADPT-AZ MPT Holdings LLC	17-31497	61-1772047
13.	ADPT-AZ RE Holdings LLC	17-31502	47-5241979
14.	ADPT-CO MPT Holdings LLC	17-31508	47-3512571
15.	ADPT-CO RE Holdings LLC	17-31512	47-3565144
16.	ADPT-Columbus MPT Holdings LLC	17-31519	Pending
17.	ADPT-Columbus RE Holdings LLC	17-31523	Pending
18.	ADPT-DFW MPT Holdings LLC	17-31527	81-0772445
19.	ADPT-DFW RE Holdings LLC	17-31532	81-0785981
20.	ADPT-Houston MPT Holdings LLC	17-31533	30-0914017
21.	ADPT-Houston RE Holdings LLC	17-31536	61-1781468
22.	ADPT-LA MPT Holdings LLC	17-31542	81-0752643
23.	ADPT-LA RE Holdings LLC	17-31545	81-0758384
24.	AJNH Medical Center LLC	17-31548	36-4729524
25.	Alamo Heights SA Medical Center LLC	17-31553	35-2547715
26.	Algiers Medical Center LLC	17-31556	32-0455775
27.	Alvin Medical Center LLC	17-31561	90-1008817
28.	Anthem Medical Center LLC	17-31564	37-1740119
29.	Antoine Medical Center LLC	17-31440	35-2537322
30.	Arizona General ER LLC	17-31444	90-1025598
31.	Atascocita 1960 Medical Center LLC	17-31449	36-4780687
32.	Austin Brodie Medical Center LLC	17-31454	61-1713294
33.	Baytown Medical Center LLC	17-31456	30-0840445
34.	Bella Terra Medical Center LLC	17-31459	80-0957867
35.	Bender's Landing Medical Center LLC	17-31468	37-1752156
36.	Blacklick Woods Medical Center LLC	17-31475	30-0805532
37.	Briar Forest-Eldridge Medical Center LLC	17-31482	35-2481862
38.	Broad Wagoner Medical Center LLC	17-31488	35-2492252
39.	Brushy Creek Medical Center LLC	17-31494	38-3923792
40.	Camelback 83rd Medical Center LLC	17-31498	38-3945993
41.	Cedar Park Lakeline Medical Center LLC	17-31505	35-2493773
42.	Centennial Medical Center LLC	17-31509	32-0436930
43.	Center Street DP Medical Center LLC	17-31516	35-2453223
44.	Chandler Germann Medical Center LLC	17-31521	80-0938469
45.	Chandler Heights Medical Center LLC	17-31525	32-0456525

#	Debtor Name	Case No.	EIN
46.	Cinco Ranch Medical Center LLC	17-31529	61-1744313
47.	Colonial Lakes Medical Center LLC	17-31535	90-1004044
48.	Colorado General Hospital LLC	17-31539	35-2506314
49.	Conroe Medical Center LLC	17-31544	37-1743660
50.	Converse Medical Center LLC	17-31551	30-0820305
51.	Copperwood Medical Center LLC	17-31554	84-1697403
52.	Creeside Forest Medical Center LLC	17-31557	36-4781064
53.	Culebra-Tezel Medical Center LLC	17-31559	90-1020838
54.	De Zavala Medical Center LLC	17-31560	30-0879734
55.	Dublin Medical Center LLC	17-31563	80-0965351
56.	Eagles Nest Medical Center LLC	17-31565	04-3847518
57.	East Mesa Medical Center LLC	17-31437	90-1033851
58.	East Pflugerville Medical Center LLC	17-31439	90-1023315
59.	East Riverside Medical Center LLC	17-31442	38-3973259
60.	ECC Management, LLC	17-31443	16-1711879
61.	FCER Management, LLC	17-31447	11-3798239
62.	First Choice ER, LLC	17-31436	27-5348156
63.	First Texas Hospital Cy-Fair LLC	17-31451	47-3480091
64.	Four Points Medical Center LLC	17-31464	38-3938637
65.	Friendswood Medical Center LLC	17-31469	38-3916132
66.	FTH Houston Partners LLC	17-31474	47-3466871
67.	Garland Centerville Medical Center LLC	17-31477	35-2537960
68.	Gilbert Medical Center LLC	17-31481	80-0940827
69.	Gleannloch Farms Medical Center LLC	17-31485	35-2481256
70.	Glendale Medical Center LLC	17-31489	90-1012820
71.	Goodyear Medical Center LLC	17-31490	90-1007336
72.	Greenville Stacy Medical Center LLC	17-31492	38-3926926
73.	Guadalupe River Medical Center LLC	17-31496	35-2514826
74.	Hampden Tower Medical Center LLC	17-31499	38-3928757
75.	Helotes Medical Center LLC	17-31501	36-4782313
76.	Hilliard Medical Center LLC	17-31504	35-2491198
77.	Houston 9520 Jones Medical Center LLC	17-31507	32-0432459
78.	Houston FM 1960 Medical Center LLC	17-31511	37-1783329
79.	Katy ER Center LLC	17-31514	45-2583773
80.	Keller Medical Center LLC	17-31517	61-1736669
81.	Kingwood Medical Center LLC	17-31520	80-0684495
82.	Kuykendahl Medical Center LLC	17-31524	34-2028269
83.	La Porte Medical Center LLC	17-31526	80-0927953
84.	Lakewood Forest Medical Center LLC	17-31530	90-1013791
85.	League City Medical Center LLC	17-31438	36-4766358
86.	Legacy Trails Medical Center LLC	17-31441	61-1744649
87.	Lewis Center Medical Center LLC	17-31445	32-0431791
88.	Litchfield Park Medical Center LLC	17-31446	36-4801379
89.	Louetta Medical Center LLC	17-31450	74-3178584
90.	Marrero Medical Center LLC	17-31453	61-1753468
91.	Meadowbrook Heights Medical Center LLC	17-31457	32-0448039
92.	Medical Center of Crosby Lynchburg LLC	17-31458	38-3922039
93.	Medical Center of Spring Rayford Richards LLC	17-31462	37-1747613

#	Debtor Name	Case No.	EIN
94.	Mesa Tierra Medical Center LLC	17-31465	35-2523890
95.	Midlothian Medical Center LLC	17-31470	30-0802928
96.	Mountain Park Ranch Medical Center LLC	17-31473	38-3939092
97.	National Medical Professionals of Arizona LLC	17-31478	37-1757007
98.	National Medical Professionals of Ohio LLC	17-31483	30-0829176
99.	New Orleans East Medical Center LLC	17-31510	61-1753435
100.	Northwest Harris County Medical Center LLC	17-31538	36-4781722
101.	Ohio General ER LLC	17-31540	38-3918055
102.	Ohio General Hospital LLC	17-31547	80-0956267
103.	OpFree Licensing LP	17-31549	01-0831027
104.	OpFree RE Investments, Ltd.	17-31558	06-1740727
105.	OpFree, LLC	17-31562	34-2028263
106.	Pearland 518 Medical Center LLC	17-31566	90-1025398
107.	Pearland Parkway Medical Center LLC	17-31567	51-0576704
108.	Pearland Sunrise Medical Center LLC	17-31568	90-1001726
109.	Pflugerville Medical Center LLC	17-31569	45-2552050
110.	Potranco Medical Center LLC	17-31570	80-0966887
111.	Provinces Medical Center LLC	17-31571	80-0967881
112.	Queen Creek Medical Center LLC	17-31572	32-0457346
113.	Rosenberg Medical Center LLC	17-31452	80-0964882
114.	Roy Richard Medical Center LLC	17-31460	35-2491802
115.	San Antonio Nacogdoches Medical Center LLC	17-31463	80-0937326
116.	San Tan Valley Medical Center LLC	17-31467	36-4801184
117.	Seguin Foster Medical Center LLC	17-31472	35-2532650
118.	Sienna Plantation Medical Center LLC	17-31476	90-1009094
119.	South Bend Medical Center LLC	17-31480	61-1770288
120.	South Carrier Medical Center LLC	17-31484	32-0429602
121.	South Green Oaks Medical Center LLC	17-31487	90-1012518
122.	Spanish Oaks Medical Center LLC	17-31491	90-1012951
123.	Spring 2920 Medical Center LLC	17-31495	36-4776092
124.	Spring Green Medical Center LLC	17-31500	Pending
125.	SSH Medical Center LLC	17-31503	77-0666943
126.	Sterling Ridge Medical Center II LLC	17-31506	32-0439505
127.	Sterling Ridge Medical Center LLC	17-31513	16-1711883
128.	Summerwood Medical Center LLC	17-31515	30-0802964
129.	Surprise Medical Center LLC	17-31518	90-1012038
130.	SW Chandler Medical Center LLC	17-31522	90-1032288
131.	Sycamore School Medical Center LLC	17-31528	35-2494277
132.	Tempe McClintock Baseline Medical Center LLC	17-31531	38-3923748
133.	Tempe Rural-Baseline Medical Center LLC	17-31534	30-0852296
134.	Texas Regional Hospital LLC	17-31537	37-1753820
135.	Victory Lakes Medical Center LLC	17-31541	37-1751372
136.	Wadsworth-Belleview Medical Center LLC	17-31543	35-2486458
137.	Waterside Medical Center LLC	17-31546	36-4767886
138.	White Settlement Medical Center LLC	17-31550	38-3970573
139.	Wilderness-Hardy Oak Medical Center LLC	17-31552	80-0954867
140.	William Cannon Medical Center LLC	17-31555	35-2493839

(Sorted Numerically By Case Number)

#	Debtor Name	Case No.	EIN
1.	ADPT DFW Holdings LLC	17-31432	30-0857947
2.	Adeptus Health Inc.	17-31434	46-5037387
3.	Adeptus Health LLC	17-31435	32-0432716
4.	First Choice ER, LLC	17-31436	27-5348156
5.	East Mesa Medical Center LLC	17-31437	90-1033851
6.	League City Medical Center LLC	17-31438	36-4766358
7.	East Pflugerville Medical Center LLC	17-31439	90-1023315
8.	Antoine Medical Center LLC	17-31440	35-2537322
9.	Legacy Trails Medical Center LLC	17-31441	61-1744649
10.	East Riverside Medical Center LLC	17-31442	38-3973259
11.	ECC Management, LLC	17-31443	16-1711879
12.	Arizona General ER LLC	17-31444	90-1025598
13.	Lewis Center Medical Center LLC	17-31445	32-0431791
14.	Litchfield Park Medical Center LLC	17-31446	36-4801379
15.	FCER Management, LLC	17-31447	11-3798239
16.	Adeptus Health Colorado Holdings LLC	17-31448	30-0857912
17.	Atascocita 1960 Medical Center LLC	17-31449	36-4780687
18.	Louetta Medical Center LLC	17-31450	74-3178584
19.	First Texas Hospital Cy-Fair LLC	17-31451	47-3480091
20.	Rosenberg Medical Center LLC	17-31452	80-0964882
21.	Marrero Medical Center LLC	17-31453	61-1753468
22.	Austin Brodie Medical Center LLC	17-31454	61-1713294
23.	Adeptus Health Management LLC	17-31455	32-0448472
24.	Baytown Medical Center LLC	17-31456	30-0840445
25.	Meadowbrook Heights Medical Center LLC	17-31457	32-0448039
26.	Medical Center of Crosby Lynchburg LLC	17-31458	38-3922039
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30.	Medical Center of Spring Rayford Richards LLC	17-31462	37-1747613
31.	San Antonio Nacogdoches Medical Center LLC	17-31463	80-0937326
32.	Four Points Medical Center LLC	17-31464	38-3938637
33.	Mesa Tierra Medical Center LLC	17-31465	35-2523890
34.	Adeptus Health Ventures LLC	17-31466	36-4802997
35.	San Tan Valley Medical Center LLC	17-31467	36-4801184
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38.	Midlothian Medical Center LLC	17-31470	30-0802928
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41.	Mountain Park Ranch Medical Center LLC	17-31473	38-3939092
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43.	Blacklick Woods Medical Center LLC	17-31475	30-0805532
44.	Sienna Plantation Medical Center LLC	17-31476	90-1009094
45.	Garland Centerville Medical Center LLC	17-31477	35-2537960
46.	National Medical Professionals of Arizona LLC	17-31478	37-1757007

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48.	South Bend Medical Center LLC	17-31480	61-1770288
49.	Gilbert Medical Center LLC	17-31481	80-0940827
50.	Briar Forest-Eldridge Medical Center LLC	17-31482	35-2481862
51.	National Medical Professionals of Ohio LLC	17-31483	30-0829176
52.	South Carrier Medical Center LLC	17-31484	32-0429602
53.	Gleannloch Farms Medical Center LLC	17-31485	35-2481256
54.	ADPT New Orleans Holdings LLC	17-31486	32-0479313
55.	South Green Oaks Medical Center LLC	17-31487	90-1012518
56.	Broad Wagoner Medical Center LLC	17-31488	35-2492252
57.	Glendale Medical Center LLC	17-31489	90-1012820
58.	Goodyear Medical Center LLC	17-31490	90-1007336
59.	Spanish Oaks Medical Center LLC	17-31491	90-1012951
60.	Greenville Stacy Medical Center LLC	17-31492	38-3926926
61.	ADPT New Orleans Management LLC	17-31493	Pending
62.	Brushy Creek Medical Center LLC	17-31494	38-3923792
63.	Spring 2920 Medical Center LLC	17-31495	36-4776092
64.	Guadalupe River Medical Center LLC	17-31496	35-2514826
65.	ADPT-AZ MPT Holdings LLC	17-31497	61-1772047
66.	Camelback 83rd Medical Center LLC	17-31498	38-3945993
67.	Hampden Tower Medical Center LLC	17-31499	38-3928757
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69.	Helotes Medical Center LLC	17-31501	36-4782313
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72.	Hilliard Medical Center LLC	17-31504	35-2491198
73.	Cedar Park Lakeline Medical Center LLC	17-31505	35-2493773
74.	Sterling Ridge Medical Center II LLC	17-31506	32-0439505
75.	Houston 9520 Jones Medical Center LLC	17-31507	32-0432459
76.	ADPT-CO MPT Holdings LLC	17-31508	47-3512571
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78.	New Orleans East Medical Center LLC	17-31510	61-1753435
79.	Houston FM 1960 Medical Center LLC	17-31511	37-1783329
80.	ADPT-CO RE Holdings LLC	17-31512	47-3565144
81.	Sterling Ridge Medical Center LLC	17-31513	16-1711883
82.	Katy ER Center LLC	17-31514	45-2583773
83.	Summerwood Medical Center LLC	17-31515	30-0802964
84.	Center Street DP Medical Center LLC	17-31516	35-2453223
85.	Keller Medical Center LLC	17-31517	61-1736669
86.	Surprise Medical Center LLC	17-31518	90-1012038
87.	ADPT-Columbus MPT Holdings LLC	17-31519	Pending
88.	Kingwood Medical Center LLC	17-31520	80-0684495
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90.	SW Chandler Medical Center LLC	17-31522	90-1032288
91.	ADPT-Columbus RE Holdings LLC	17-31523	Pending
92.	Kuykendahl Medical Center LLC	17-31524	34-2028269
93.	Chandler Heights Medical Center LLC	17-31525	32-0456525
94.	La Porte Medical Center LLC	17-31526	80-0927953

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98.	Lakewood Forest Medical Center LLC	17-31530	90-1013791
99.	Tempe McClintock Baseline Medical Center LLC	17-31531	38-3923748
100.	ADPT-DFW RE Holdings LLC	17-31532	81-0785981
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102.	Tempe Rural-Baseline Medical Center LLC	17-31534	30-0852296
103.	Colonial Lakes Medical Center LLC	17-31535	90-1004044
104.	ADPT-Houston RE Holdings LLC	17-31536	61-1781468
105.	Texas Regional Hospital LLC	17-31537	37-1753820
106.	Northwest Harris County Medical Center LLC	17-31538	36-4781722
107.	Colorado General Hospital LLC	17-31539	35-2506314
108.	Ohio General ER LLC	17-31540	38-3918055
109.	Victory Lakes Medical Center LLC	17-31541	37-1751372
110.	ADPT-LA MPT Holdings LLC	17-31542	81-0752643
111.	Wadsworth-Belleview Medical Center LLC	17-31543	35-2486458
112.	Conroe Medical Center LLC	17-31544	37-1743660
113.	ADPT-LA RE Holdings LLC	17-31545	81-0758384
114.	Waterside Medical Center LLC	17-31546	36-4767886
115.	Ohio General Hospital LLC	17-31547	80-0956267
116.	AJNH Medical Center LLC	17-31548	36-4729524
117.	OpFree Licensing LP	17-31549	01-0831027
118.	White Settlement Medical Center LLC	17-31550	38-3970573
119.	Converse Medical Center LLC	17-31551	30-0820305
120.	Wilderness-Hardy Oak Medical Center LLC	17-31552	80-0954867
121.	Alamo Heights SA Medical Center LLC	17-31553	35-2547715
122.	Copperwood Medical Center LLC	17-31554	84-1697403
123.	William Cannon Medical Center LLC	17-31555	35-2493839
124.	Algiers Medical Center LLC	17-31556	32-0455775
125.	Creeside Forest Medical Center LLC	17-31557	36-4781064
126.	OpFree RE Investments, Ltd.	17-31558	06-1740727
127.	Culebra-Tezel Medical Center LLC	17-31559	90-1020838
128.	De Zavala Medical Center LLC	17-31560	30-0879734
129.	Alvin Medical Center LLC	17-31561	90-1008817
130.	OpFree, LLC	17-31562	34-2028263
131.	Dublin Medical Center LLC	17-31563	80-0965351
132.	Anthem Medical Center LLC	17-31564	37-1740119
133.	Eagles Nest Medical Center LLC	17-31565	04-3847518
134.	Pearland 518 Medical Center LLC	17-31566	90-1025398
135.	Pearland Parkway Medical Center LLC	17-31567	51-0576704
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137.	Pflugerville Medical Center LLC	17-31569	45-2552050
138.	Potranco Medical Center LLC	17-31570	80-0966887
139.	Provinces Medical Center LLC	17-31571	80-0967881
140.	Queen Creek Medical Center LLC	17-31572	32-0457346